

Exhibit 353

(Filed Under Seal)

* H I G H L Y C O N F I D E N T I A L *

UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF NEW YORK

Civil Action File No. 14-CV-7473

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THE PEOPLE OF THE STATE OF NEW YORK, by
and through ERIC T. SCHNEIDERMAN, Attorney
General of the State of New York,

Plaintiff,

- against -

ACTAVIS, PLC and FOREST LABORATORIES, LLC,

Defendants.

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October 22, 2014

10:26 a.m.

Videotaped Deposition of DAVID
SOLOMON, pursuant to Notice, held at the
offices of White & Case LLP, 1155 Avenue
of the Americas, New York, New York,
before Jineen Pavesi, a Registered
Professional Reporter, Registered Merit
Reporter, Certified Realtime Reporter and
Notary Public of the State of New York.

<p style="text-align: right;">Page 82</p> <p>1 SOLOMON - HIGHLY CONFIDENTIAL</p> <p>2 mean? 12:07:17PM</p> <p>3 A. Again, we're talking about the 12:07:20PM</p> <p>4 executive group. 12:07:22PM</p> <p>5 Q. Do you remember any discussion 12:07:28PM</p> <p>6 within the executive team about moving 12:07:30PM</p> <p>7 Namenda IR to limited distribution? 12:07:33PM</p> <p>8 MR. TOTO: Object to form, 12:07:36PM</p> <p>9 vague. 12:07:37PM</p> <p>10 A. Not real specifically. 12:07:40PM</p> <p>11 I am aware that there were 12:07:42PM</p> <p>12 discussions about that there might be 12:07:43PM</p> <p>13 certain patients who for one reason or 12:07:49PM</p> <p>14 another had a strong preference for the IR 12:07:51PM</p> <p>15 and that there might be means to make that 12:07:56PM</p> <p>16 available to them. 12:07:57PM</p> <p>17 But, you know, I wasn't -- I 12:07:59PM</p> <p>18 didn't deal with -- again, by this point 12:08:02PM</p> <p>19 in time I wasn't responsible for 12:08:04PM</p> <p>20 distribution, it wasn't something that I 12:08:05PM</p> <p>21 would have been centrally involved in. 12:08:07PM</p> <p>22 Q. Did the executive team discuss 12:08:12PM</p> <p>23 an authorized generic? 12:08:16PM</p> <p>24 MR. TOTO: Of IR I assume 12:08:20PM</p> <p>25 you're talking about? 12:08:23PM</p>	<p style="text-align: right;">Page 84</p> <p>1 SOLOMON - HIGHLY CONFIDENTIAL</p> <p>2 you'll do it yourself or you'll authorize 12:09:49PM</p> <p>3 somebody to do it and, you know, typically 12:09:53PM</p> <p>4 in exchange for some participation in the 12:09:56PM</p> <p>5 value of the authorized generic. 12:09:58PM</p> <p>6 And none of that was at play 12:10:02PM</p> <p>7 here, right, we had a branded product, 12:10:04PM</p> <p>8 there was a point in time when there were 12:10:09PM</p> <p>9 multiple generics that were expected to 12:10:11PM</p> <p>10 come to the market, so, you know, the 12:10:15PM</p> <p>11 value of an authorized generic, I don't 12:10:20PM</p> <p>12 know how familiar you are with the whole 12:10:22PM</p> <p>13 Hatch-Waxman structure, but -- how do I 12:10:25PM</p> <p>14 explain this simply. 12:10:33PM</p> <p>15 In the early days of 12:10:34PM</p> <p>16 Hatch-Waxman there was kind of a race to 12:10:40PM</p> <p>17 the FDA by generic companies, because part 12:10:43PM</p> <p>18 of the Hatch-Waxman regime was the six 12:10:47PM</p> <p>19 months of exclusivity that was available 12:10:50PM</p> <p>20 to the first party who challenged a 12:10:52PM</p> <p>21 branded patent successfully. 12:10:56PM</p> <p>22 And so the generics would race 12:10:58PM</p> <p>23 to the FDA and get to be the first one at 12:11:00PM</p> <p>24 the door and try to get the six months. 12:11:02PM</p> <p>25 And then they changed the law 12:11:05PM</p>
<p style="text-align: right;">Page 83</p> <p>1 SOLOMON - HIGHLY CONFIDENTIAL</p> <p>2 MR. BIESANZ: Of Namenda IR. 12:08:24PM</p> <p>3 A. An authorized generic isn't 12:08:29PM</p> <p>4 really relevant to this discussion, so, 12:08:31PM</p> <p>5 no, we didn't and wouldn't have discussed 12:08:40PM</p> <p>6 it. 12:08:44PM</p> <p>7 Q. Can you expand on that, when 12:08:46PM</p> <p>8 you said that it is not relevant to this 12:08:48PM</p> <p>9 discussion. 12:08:50PM</p> <p>10 A. So typically -- let's back up 12:08:56PM</p> <p>11 a step. 12:09:00PM</p> <p>12 What is an authorized generic; 12:09:00PM</p> <p>13 an authorized generic is when a company 12:09:02PM</p> <p>14 sells or licenses somebody else to sell a 12:09:05PM</p> <p>15 generic equivalent under the branded NDA 12:09:10PM</p> <p>16 as opposed to selling it under their own, 12:09:14PM</p> <p>17 or licensing, I guess you can also do it 12:09:17PM</p> <p>18 by licensing to sell it under their own 12:09:19PM</p> <p>19 approved ANDA. 12:09:22PM</p> <p>20 And that's something that 12:09:26PM</p> <p>21 typically comes up in the context of, you 12:09:27PM</p> <p>22 know, when you're looking at a market and 12:09:34PM</p> <p>23 you think there is an opportunity for 12:09:36PM</p> <p>24 generic products and so you want to 12:09:38PM</p> <p>25 participate in that generic market and so 12:09:47PM</p>	<p style="text-align: right;">Page 85</p> <p>1 SOLOMON - HIGHLY CONFIDENTIAL</p> <p>2 to avoid that kind of, you know, that 12:11:08PM</p> <p>3 race, so that anybody who filed on the 12:11:10PM</p> <p>4 first day that you could file was treated 12:11:14PM</p> <p>5 the same, so you had multiple first 12:11:16PM</p> <p>6 filers, you may be familiar that in these 12:11:20PM</p> <p>7 cases, patent litigation, you often have 12:11:23PM</p> <p>8 multiple first filers, and they share the 12:11:25PM</p> <p>9 benefit of that early entry, which in a 12:11:27PM</p> <p>10 sense -- so for big drugs you often have 12:11:29PM</p> <p>11 multiple generic filers on that first day. 12:11:35PM</p> <p>12 So for a product like 12:11:38PM</p> <p>13 memantine, I don't remember the exact 12:11:41PM</p> <p>14 number, but it was a dozen, say, first 12:11:43PM</p> <p>15 filers on that day. 12:11:45PM</p> <p>16 Where an authorized generic 12:11:50PM</p> <p>17 tends to be of greater value is certain 12:11:51PM</p> <p>18 products are governed by a three-year 12:11:56PM</p> <p>19 Waxman-Hatch regime instead of a five-year 12:11:59PM</p> <p>20 Waxman-Hatch regime; in the three-year 12:12:02PM</p> <p>21 there is not a date certain on which you 12:12:06PM</p> <p>22 can file, so that race to the FDA still 12:12:07PM</p> <p>23 happens. 12:12:09PM</p> <p>24 When that happens, and there is 12:12:10PM</p> <p>25 a single generic entrant, then the value 12:12:12PM</p>

<p style="text-align: right;">Page 86</p> <p>1 SOLOMON - HIGHLY CONFIDENTIAL</p> <p>2 of an authorized generic is much greater 12:12:16PM</p> <p>3 because you have a six-month period where 12:12:19PM</p> <p>4 there may only be one generic product and 12:12:20PM</p> <p>5 so you as a branded company might say, 12:12:22PM</p> <p>6 well, we can share that generic market and 12:12:27PM</p> <p>7 so we're going to create an authorized 12:12:30PM</p> <p>8 generic. 12:12:32PM</p> <p>9 In this case, this was a 12:12:35PM</p> <p>10 five-year Waxman-Hatch product, there was 12:12:37PM</p> <p>11 a date certain, there were multiple 12:12:39PM</p> <p>12 filers, the day this product goes generic 12:12:41PM</p> <p>13 there will be many generic versions of 12:12:43PM</p> <p>14 Namenda IR, so the value for us of an 12:12:48PM</p> <p>15 authorized generic was not significant. 12:12:50PM</p> <p>16 Now, now that the company is 12:12:54PM</p> <p>17 part of Actavis, they might take a 12:12:57PM</p> <p>18 different view, I don't know, but 12:12:58PM</p> <p>19 certainly for Forest, we never viewed an 12:13:01PM</p> <p>20 authorized generic of Namenda IR as being 12:13:03PM</p> <p>21 something of -- we had a few generic 12:13:08PM</p> <p>22 products, but we [REDACTED] [REDACTED]</p> <p>23 [REDACTED] [REDACTED]</p> <p>24 [REDACTED] [REDACTED]</p> <p>25 [REDACTED] so we wouldn't have 12:13:22PM</p>	<p style="text-align: right;">Page 88</p> <p>1 SOLOMON - HIGHLY CONFIDENTIAL</p> <p>2 MR. TOTO: Still vague. 12:14:20PM</p> <p>3 A. Well, as I said, this was a 12:14:23PM</p> <p>4 process where we evaluated a lot of 12:14:25PM</p> <p>5 different considerations and so in the 12:14:27PM</p> <p>6 course of that there were certainly -- 12:14:34PM</p> <p>7 there would have been issues that got 12:14:39PM</p> <p>8 discussed, what's the role, what is this 12:14:40PM</p> <p>9 going to mean for patients and doctors and 12:14:42PM</p> <p>10 payers, as I said before. 12:14:44PM</p> <p>11 But I don't believe there was 12:14:49PM</p> <p>12 any significant dissention that I am aware 12:14:50PM</p> <p>13 of, certainly I'm sure issues that got 12:14:55PM</p> <p>14 addressed and thought through, but I don't 12:15:00PM</p> <p>15 think there was any substantive 12:15:02PM</p> <p>16 dissention. 12:15:03PM</p> <p>17 Q. What did you think of the 12:15:05PM</p> <p>18 decision? 12:15:07PM</p> <p>19 A. Well, as I explained before, I 12:15:09PM</p> <p>20 felt that we were selling improved, 12:15:11PM</p> <p>21 innovative product, I thought that it 12:15:16PM</p> <p>22 was -- it made sense for the reasons I 12:15:25PM</p> <p>23 described earlier to remove the obsolete 12:15:27PM</p> <p>24 product, as I said, for the same reason 12:15:34PM</p> <p>25 that Ford stopped selling last year's 12:15:36PM</p>
<p style="text-align: right;">Page 87</p> <p>1 SOLOMON - HIGHLY CONFIDENTIAL</p> <p>2 considered that as something that made 12:13:25PM</p> <p>3 sense for us. 12:13:26PM</p> <p>4 I'm sorry if I went a little 12:13:28PM</p> <p>5 far afield, but I thought just to answer 12:13:30PM</p> <p>6 your question, to explain why that 12:13:33PM</p> <p>7 wouldn't have been something that kind of 12:13:34PM</p> <p>8 would have made sense for us, we weren't a 12:13:37PM</p> <p>9 generic player, so having an authorized 12:13:40PM</p> <p>10 generic wouldn't -- it wasn't value to 12:13:42PM</p> <p>11 it. 12:13:45PM</p> <p>12 Q. I appreciate the explanation. 12:13:46PM</p> <p>13 Do you remember anyone at 12:13:49PM</p> <p>14 Forest suggesting selling the rights to 12:13:51PM</p> <p>15 Namenda IR to another company? 12:13:54PM</p> <p>16 MR. TOTO: Object to form, 12:13:57PM</p> <p>17 vague as to time, lacks foundation. 12:13:58PM</p> <p>18 A. No, I don't think, not that I 12:14:03PM</p> <p>19 remember. 12:14:04PM</p> <p>20 Q. Do you remember anyone on the 12:14:09PM</p> <p>21 executive team objecting to the decision 12:14:10PM</p> <p>22 to discontinue? 12:14:13PM</p> <p>23 MR. TOTO: Objection, vague as 12:14:16PM</p> <p>24 to discontinue. 12:14:17PM</p> <p>25 Q. Discontinue Namenda IR. 12:14:18PM</p>	<p style="text-align: right;">Page 89</p> <p>1 SOLOMON - HIGHLY CONFIDENTIAL</p> <p>2 model and Apple stopped selling last 12:15:39PM</p> <p>3 year's model. 12:15:42PM</p> <p>4 It is what you do when you have 12:15:46PM</p> <p>5 a better product and you think it is 12:15:47PM</p> <p>6 better for your customers and better, in 12:15:49PM</p> <p>7 this case, better for patients, is that 12:15:52PM</p> <p>8 you focus your resources on that. 12:15:55PM</p> <p>9 Q. Who decided when to announce 12:16:02PM</p> <p>10 the discontinuation of Namenda IR? 12:16:04PM</p> <p>11 MR. TOTO: Object to form. 12:16:06PM</p> <p>12 A. You know, I don't really know; 12:16:08PM</p> <p>13 again, it was -- at that point I wasn't 12:16:10PM</p> <p>14 really close to that decision or that 12:16:13PM</p> <p>15 announcement. 12:16:16PM</p> <p>16 Q. How did analysts receive the 12:16:20PM</p> <p>17 decision? 12:16:23PM</p> <p>18 MR. TOTO: Object to form, 12:16:24PM</p> <p>19 beyond the competency of this witness. 12:16:24PM</p> <p>20 A. I must say I didn't study the 12:16:29PM</p> <p>21 analyst reports on the decision, but I'm 12:16:31PM</p> <p>22 sure they are publicly available. 12:16:35PM</p> <p>23 Q. What did Merz have to say about 12:16:45PM</p> <p>24 it? 12:16:49PM</p> <p>25 MR. TOTO: Object to form. 12:16:49PM</p>

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